

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

JANE AHMED, Derivatively on behalf of  
A123 Systems, Inc.,

Plaintiff,  
-against-

DAVID P. VIEAU, DAVID PRYSTASH,  
JOHN GRANARA, DESH DESHPANDE,  
ARTHUR L. GOLDSTEIN, GARY E.  
HAROIAN, DR. PAUL E. JACOBS, MARK  
M. LITTLE PH. D., JEFF MCCARTHY, and  
DR. BART RILEY,

Defendants.

and

A123 SYSTEMS, INC.,

Nominal Defendant.

Civil Action No. 1:12-cv-10865-DFS

**STIPULATION OF DISMISSAL WITH PREJUDICE**

James E. Brandt (*pro hac vice*)  
Jeff G. Hammel (*pro hac vice*)  
Elizabeth R. Marks (*pro hac vice*)  
LATHAM & WATKINS LLP  
885 Third Avenue  
New York, New York 10022  
(212) 906-1200

Matthew N. Kane (BBO #636801)  
DONNELLY, CONROY & GELHAR LLP  
One Beacon Street, 33rd Floor  
Boston, Massachusetts 02108  
(973) 639-1234

*Attorneys for Nominal Defendant  
A123 Systems, Inc., and Defendants David  
Prystash and John Granara*

June 28, 2013

WHEREAS on October 16, 2012, nominal defendant A123 Systems, Inc. (“A123”) and certain related entities (“Debtors”) filed voluntary petitions for bankruptcy protection in the United States Bankruptcy Court for the District of Delaware.

WHEREAS on January 14, 2013, this Court entered an Order pursuant to 11 U.S.C. §§ 105(a) and 362 extending the automatic stay provided in § 362 to the non-debtor defendants in this action.

WHEREAS under 11 U.S.C. § 541, upon the filing of a bankruptcy petition, any claims for injury to a debtor from actionable wrongs committed by the debtor’s officers and director become property of the estate.

WHEREAS on February 6, 2013, the Debtors submitted a plan of reorganization pursuant to 11 U.S.C. § 1129 that included the dismissal of this action with prejudice pursuant to 11 U.S.C. § 541. Under Section 7.10 of the plan of reorganization, “the Liquidation Trustee is directed to take all necessary actions to resolve and otherwise obtain the dismissal of the Derivative Actions.”

WHEREAS the plaintiffs in this action did not object to the Debtor’s plan of reorganization.

WHEREAS on May 20, 2013, a confirmation hearing was held in the United States Bankruptcy Court for the District of Delaware and the Court approved and confirmed the Debtor’s plan of reorganization.

WHEREAS plaintiffs do not contest this Notice of Dismissal with Prejudice.

THEREFORE, PLEASE TAKE NOTICE that pursuant to 11 U.S.C. § 541 and the Debtor’s plan of reorganization, all causes of action in the complaint against the defendants

in this action are hereby voluntarily dismissed with prejudice without fees or costs to any party, and with each party waiving all rights to appeal.

Dated: New York, New York  
June 28, 2013

By /s/ Jeff G. Hammel

James E. Brandt (*pro hac vice*)  
Jeff G. Hammel (*pro hac vice*)  
Elizabeth R. Marks (*pro hac vice*)  
LATHAM & WATKINS LLP  
885 Third Avenue  
New York, New York 10022  
(212) 906-1200  
james.brandt@lw.com  
jeff.hammel@lw.com  
betsy.marks@lw.com

Matthew N. Kane (BBO #636801)  
DONNELLY, CONROY & GELHAR LLP  
One Beacon Street, 33rd Floor  
Boston, Massachusetts 02108  
(973) 639-1234  
mnk@dcglaw.com

*Attorneys for Nominal Defendant  
A123 Systems, Inc., and Defendants David  
Prystash and John Granara*

By /s/ Christopher A. Lisy

Thomas J. Dougherty (BBO #132300)  
Christopher A. Lisy (BBO #662283)  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
One Beacon Street  
Boston, MA 02108  
(617) 573-4800  
dougherty@skadden.com  
christopher.lisy@skadden.com

*Attorneys for Defendants Arthur Goldstein,  
Dr. Bart Riley, David Vieau, Desh  
Deshpande, Gary Haroian, Jeff McCarthy,  
Mark Little, Paul Jacobs*

By /s/ David Pastor

David Pastor (BBO #391000)  
PASTOR LAW OFFICE, LLP  
63 Atlantic Avenue  
3rd Floor  
Boston, MA 02110  
(617) 742-9700  
dpastor@pastorlawoffice.com

Patrick Powers  
Peyton Healey  
POWERS TAYLOR, LLP  
Campbell Centre II  
8150 North Central Expy  
Suite 1575  
Dallas, TX 75206  
(214) 239-8900  
Patrick@powerstaylor.com  
peyton@powerstaylor.com

*Attorneys for Plaintiff Jane Ahmed*

**CERTIFICATE OF SERVICE**

I, Jeff G. Hammel, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and paper copies will be sent to those indicated as non-registered participants on June 28, 2013.

Dated: June 28, 2013

/s/ Jeff G. Hammel  
Jeff G. Hammel